

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |   |                               |
|---|---|-------------------------------|
| -----X                                      | : |                               |
| In re                                       | : | <b>Chapter 11 Case No.</b>    |
|   | : |                               |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , | : | <b>09-50026 (REG)</b>         |
| f/k/a General Motors Corp., <i>et al.</i>   | : |                               |
|   | : |                               |
| Debtors.                                    | : | <b>(Jointly Administered)</b> |
|   | : |                               |
| -----X                                      |   |                               |

**ORDER GRANTING DEBTORS' FIRST OMNIBUS OBJECTION TO CLAIMS**  
**(Amended and Superseded Claims)**

Upon the first omnibus objection to claims, dated December 8, 2009 (the “**Debtors’ First Omnibus Objection to Claims**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (Docket No. 4180], seeking entry of an order disallowing and expunging the Amended and Superseded Claims on the grounds that such claims have been amended and superseded by the corresponding Surviving Claim, all as more fully described in the Debtors’ First Omnibus Objection to Claims; and due and proper notice of the Debtors’ First Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Debtors’ First Omnibus Objection to Claims is in the best interests of the

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors’ First Omnibus Objection to Claims.

Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Debtors' First Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Debtors' First Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A attached hereto under the heading "*Claims to be Disallowed and Expunged*" (collectively, the "**Amended and Superseded Claims**") are disallowed and expunged; and it is further

ORDERED that the claims listed on Exhibit A attached hereto under the heading "*Surviving Claims*" (collectively, the "**Surviving Claims**") will remain on the claims register, and such claims are neither allowed nor disallowed at this time; and is further

ORDERED that the disallowance and expungement of the Amended and Superseded Claims does not constitute any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, (i) any claim listed on Exhibit A to the Debtors' First Omnibus Objection to Claims under the heading "*Claims to be Disallowed and Expunged*" that is not listed on Exhibit A to this Order and (ii) any Surviving Claim; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
**January 14, 2010**

**s/ Robert E. Gerber**  
United States Bankruptcy Judge